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November 27, 1989

9-332A001

16627
RECORDATION NO _____ FILED 145

Secretary
Interstate Commerce Commission
Washington, D.C.

NOV 28 1989 -9 25 AM
INTERSTATE COMMERCE COMMISSION

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed counterparts of a Bill of Sale dated as of November 27, 1989.

A general description of the railroad equipment covered by by the enclosed document is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	125 ton articulated double stack container cars-Maxi-Stack II 1/2	22	SFLC 254220-254241, inclusive.

The names and addresses of the parties to the enclosed document are:

BUYER: Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

SELLER: Gunderson, Inc.
4350 NW Front Street
Portland, OR 97210

A fee of \$ 1500 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Bill of Sale from Gunderson, Inc., to Westinghouse Credit Corporation dated November 27, 1989 covering twenty-two (22) railroad cars, numbered SFLC 254220-254241, inclusive.

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

McCANN, GARLAND, RIDALL & BURKE

By
Michael J. Woodring

Enclosures

07LT33/7
112189-1540

Interstate Commerce Commission
Washington, D.C. 20423

11/28/89

OFFICE OF THE SECRETARY

Michael J. Woodring
McCann, Garland ,Ridall & Burke
309 Smithfield Street Suite 4000
Pittsburgh,PA. 15222

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/28/89 at 9:25am , and assigned recordation number(s). 16627

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

NOV 28 1989 -9 25 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS THAT: Gunderson Inc. (the seller), for good and valuable consideration to it paid by Westinghouse Credit Corporation (the Purchaser):

1. Does hereby GRANT, BARGAIN, SELL, ASSIGN, TRANSFER AND SET OVER to the Purchaser, its successors and assigns, all of the Seller's right, title and interest in and to each of the following Items of Equipment as more particularly described in the invoice issued by the Seller to the Purchaser pursuant to the Purchase Agreement 178707 dated June 7, 1989 and Lease Agreement dated July 25, 1989 between Westinghouse Credit Corporation and The Atchison, Topeka and Santa Fe Railway Company TO HAVE AND TO HOLD the same unto the Purchaser, its successors and assigns, forever:

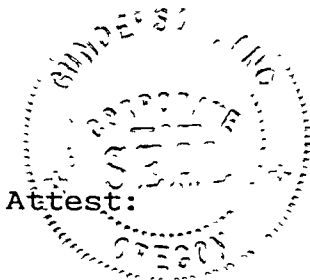
Twenty-Two (22) Maxi Stack Five Unit Container Cars lettered and numbered:

SFLC 254220 thru SFLC 254241 inclusive.

2. Does hereby WARRANT that it is the lawful owner of said Items of Equipment and has good right to sell the same and that title to each Item of Equipment is on the date hereof free and clear of all claims, liens, security interests and encumbrances of any nature and that the Seller will defend such title.

3. Does REPRESENT that all component parts of each Item of Equipment were new and unused on the date purchased.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed by its duly authorized officer as of November 27, 1989.



Attest:

Gunderson Inc.

Howard D. Wootly
Assistant Secretary

Stephen L. Ballo
Vice President &
Operating Officer



Gunderson Inc

4350 Northwest Front Avenue
Portland Oregon 97210
503 228-9281 Telex 36 0672

November 15, 1989

To whom it may concern:

This is to certify the attached counterparts, Bill of Sale,
dated November 27, 1989, are true and correct originals

SUBSCRIBED AND SWORN TO BEFORE ME
THIS 15TH DAY OF NOVEMBER, 1989.



Notary Public for Oregon

My Commission expires May 16, 1991